

(Attorney list on signature page)

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

IN RE Bank of America Corp. Auction Rate
Securities Marketing Litigation:

AEROFLEX INCORPORATED,

Plaintiff,

v.

BANK OF AMERICA CORPORATION and
BANC OF AMERICA SECURITIES LLC,

Defendants.

MDL No. 09-2014

This Document Relates to:

Case No. C09-05245 JSW

**STIPULATION AND [PROPOSED]
ORDER GRANTING LEAVE TO
EXCEED PAGE LIMITS
ESTABLISHED BY THE COURT'S
CIVIL STANDING ORDERS**

Judge: Jeffrey S. White

Plaintiff Aeroflex Incorporated and Defendants Bank of America Corporation and Banc of America Securities LLC (collectively "Defendants"), by and through their respective counsel of record, hereby stipulate as follows:

WHEREAS, Plaintiff filed a First Amended Complaint for Violation of Federal Securities Laws, Fraud, and Rescission ("FAC") on December 28, 2009;

WHEREAS, the FAC asserts federal securities-fraud and common-law claims related to auction-rate securities ("ARS"), financial instruments that pay interest at rates set at periodic auctions;

WHEREAS, the FAC alleges that Defendants engaged in a comprehensive scheme to defraud Plaintiff by (i) manipulating the market for ARS in violation of Section 10(b) of the Securities Exchange Act of 1934 and Rules 10b-5(a) and (c), and (ii) failing to disclose material facts about ARS, which constituted common-law fraud;

WHEREAS, the parties agree that the FAC's scope and complexity warrant a modest increase in the page limits imposed by this Court's Civil Standing Orders for Defendants' opening brief and Plaintiff's opposition brief on Defendants' motion to dismiss, but that the page

limit for Defendants' reply brief shall remain 15 pages.

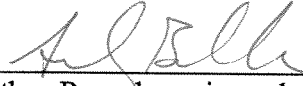
IT IS THEREFORE STIPULATED AND AGREED, by and between Plaintiff and Defendants, acting through their respective counsel, subject to this Court's approval, as follows:

1. Defendants' memorandum of law in support of their motion to dismiss shall not exceed 25 pages; and

2. Plaintiff's memorandum of law in opposition to Defendants' motion to dismiss shall not exceed 25 pages.

Dated: February 8, 2010

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[PROPOSED] ORDER

Having reviewed the above stipulation, **IT IS HEREBY ORDERED** that the page limits for the motion-to-dismiss briefing in this matter shall be:

Defendants' motion to dismiss: 25 pages

Plaintiff's opposition to Defendants' motion to dismiss: 25 pages

PURSUANT TO THE STIPULATION, IT IS SO ORDERED.

Date: February ____, 2010

The Honorable Jeffrey S. White
United States District Judge

PROOF OF SERVICE BY MAIL


I am a citizen of the United States and employed in San Francisco County, California, at the office of a member of the bar of this Court at whose direction this service was made. I am over the age of eighteen years and not a party to the within action. I am a resident of or employed in the county where the service described below occurred. My business address is Two Embarcadero Center, 28th Floor, San Francisco, California 94111-3823. I am readily familiar with this firm's practice for collection and processing of correspondence for mailing with the United States Postal Service. In the ordinary course of business, correspondence collected from me would be processed on the same day, with postage thereon fully prepaid and placed for deposit that day with the United States Postal Service. On February 9, 2010 I served the following:

**STIPULATION AND [PROPOSED] ORDER GRANTING LEAVE TO EXCEED
PAGE LIMITS ESTABLISHED BY THE COURT'S CIVIL STANDING ORDERS**

by putting a true and correct copy thereof in a sealed envelope, with postage fully prepaid, and placing the envelope for collection and mailing today with the United States Postal Service in accordance with the firm's ordinary business practices, addressed as follows:

Robert M. Stern
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10951 W. Pico Blvd. #120
Los Angeles, CA 90064

I declare under penalty of perjury under the laws of the United States that the above is true and correct. Executed on February 9, 2010, at San Francisco, California.


Rocio Gonzalez